

EXHIBIT 1 --- ARTICLES OF INCORPORATION

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:16 PM 11/09/2006
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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

EZTEL HOLDINGS, INC.

The undersigned, Courtlandt G. Miller, does hereby certify that he is the sole shareholder and Secretary of EZTEL HOLDINGS, INC., a corporation organized on September 8, 2006, and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), and does further certify:

That the sole shareholder of the Corporation, acting by written consent, dated September 11, 2006, in lieu of meeting and filed with the minutes of the Corporation, duly adopted resolutions setting forth an Amended and Restated Certificate of Incorporation of the Corporation pursuant to Sections 228(a), 242 and 245 of the General Corporation Law of the State of Delaware, as follows:

1. **NAME.** The name of the Corporation shall be changed to Applewood Communications Corporation from ezTel Holdings, Inc.
2. **REGISTERED AGENT.** The address of the Corporation's registered office in the State of Delaware, is 108 West 13th Street, City of Wilmington, County of New Castle, 19801. The name of the Corporation's registered agent at such address is Business Filings Incorporated.
3. **PURPOSE.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.
4. **CAPITAL STOCK.** The Corporation shall be authorized to issue 20,000,000 shares of capital stock, of which 19,000,000 shares shall be designated Common Stock, having a par value of \$.01 per share, and 1,000,000 shares shall be designated Preferred Stock, having a par value of \$.01 per share. The voting powers, designations and relative rights and preferences of the two classes of capital stock are set forth below. Except as otherwise provided by law or by the resolution or resolutions adopted by the Board of Directors designating the rights, powers, and preferences of any series of Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote.

4.1 Common Stock.

(a) **Preferences, Rights and Distinctions.** The Common Stock shall be without distinction as to powers, rights and preferences and as to the qualifications, limitations or restrictions thereof. Subject to the express terms of the Preferred Stock, and the

be without distinction as to powers, rights and preferences and as to the qualifications, limitations or restrictions thereof. Subject to the express terms of the Preferred Stock, and the powers, rights and preferences granted to the holders thereof (the Common Stock being subject to the express terms of the Preferred Stock and any series thereof), at every annual or special meeting of stockholders of the Corporation, every holder of Common Stock shall be entitled to one vote, in person or by proxy, for each share of Common Stock standing in such holder's name on the stock transfer records of the Corporation in connection with all matters on which stockholders are generally entitled to vote.

(b) *Dividends.* After the requirements regarding preferential dividends on Preferred Stock, if any, have been met and after the Corporation has complied with all the requirements, if any, regarding the setting aside of sums as sinking funds or redemption or purchase accounts, and subject further to any preferential rights, if any, of the Preferred Stock, then, but not otherwise, the holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors out of funds legally available therefore.

(c) *Liquidation, Dissolution and Winding Up.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation and of the preferential amounts, if any, to which the holders of Preferred Stock may be entitled, the holders of Common Stock shall be entitled to share ratably, in proportion to the number of shares of Common Stock held by each, in the remaining net assets of the Corporation.

(d) *Fractional Shares.* The Corporation may issue fractional shares and shall issue certificates evidencing such fractional shares.

4.2 Preferred Stock.

(a) *Issuance by Board Resolution; Series.* The Board of Directors is authorized to adopt, from time to time, a resolution or resolutions providing for the issuance of one or more series of Preferred Stock, to establish the number of shares to be included in each such series, and to fix the designation, powers, privileges and relative, participating, optional or other special rights of the shares of each such series and the qualifications, limitations and restrictions thereof.

(b) *Preferences and Rights.* The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) the designation of the series, which may be by distinguishing number, letter or title;

(ii) the number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in a resolution of the Board of Directors providing for such series or the certificate of designations recorded with the Secretary of State of the State of Delaware relating to such series) increase or decrease (but not below the

number of shares thereof then outstanding);

(iii) whether dividends will be paid, and if paid whether such dividends will be mandatory or discretionary, the rate, terms and conditions of which dividends on the shares of the series shall be paid, whether the dividends shall be cumulative or non-cumulative, and if cumulative, from what date or dates, the form of consideration, and whether such consideration shall be paid in cash, property or capital stock of the Corporation, including additional shares of the applicable series of Preferred Stock or any other series of Preferred Stock or Common Stock, and the preferences or relation, if any, of such dividends to the dividends payable on any shares of any other series or class of the Corporation;

(iv) the price or prices (or method of determining such price or prices) at which, the form of payment of such price or prices (which may be cash, property or rights, including securities of the same or another corporation or other entity) for which, the period or periods within which, and the terms and conditions upon which the shares of such series may be redeemed, in whole or in part, at the option of the Corporation or at the option of the holder or holders thereof or upon the happening of a specified event or specified events, if any;

(v) the obligation, if any, of the Corporation to purchase or redeem shares of such series pursuant to a sinking fund or otherwise and the price or prices at which, the form of payment of such price or prices (which may be cash, property or rights, including securities of the same or another corporation or other entity) for which, the period or periods within which, and the terms and conditions upon which the shares of such series shall be redeemed or purchased, in whole or in part, pursuant to such obligation, and whether such obligation shall be effected at the option of the holder or holders thereof or at the option of the Corporation;

(vi) the amount payable out of the assets of the Corporation to the holders of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(vii) provisions, if any, for the conversion or exchange of the shares of such series, at any time or times at the option of the holder or holders thereof or at the option of the Corporation or upon the happening of a specified event or specified events, into shares of any other class or classes or any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity, and the conversion price or prices, or the rate or rates of exchange, and any adjustments thereof at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

(viii) restrictions on the issuance of shares of the same series or of any other class or series, if any;

(ix) the voting rights, if any, of the holders of shares of the series, including the right to vote as a separate class or as one class with the holders of any other

series of Preferred Stock or Common Stock, or both, and the right of the holders of any class or series of Preferred Stock, voting as a separate class, or as one class with any other series or class of Preferred Stock or Common Stock, to elect directors (which right may be limited to the election of directors under certain circumstances);

(x) whether any series of Preferred Stock shall have priority over or parity with or be junior to Preferred Stock of any other series, or shall be entitled to the benefit of limitations restricting (A) the creation of indebtedness of the Corporation, (B) the issuance of shares of any other class or series having priority over or being on a parity with the shares of such series, or (C) the payment of dividends on, the making of other distributions with respect to, or the purchase or redemption of shares of any other class or series on parity or ranking junior to the Preferred Stock of any such series as to dividends or to other distributions, and the terms of any such restrictions, or any other restrictions with respect to shares of any class or series on parity with or ranking junior to Preferred Stock of such series in any respect; and

(xi) any other powers, preferences, privileges and relative, participating, optional or other special rights of such series and the qualifications, limitations or restrictions thereof, to the full extent now or hereafter permitted by law.

4.3 Registered Holders. The Corporation shall be entitled to treat the person in whose name any share of its capital stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

5. BOARD OF DIRECTORS. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by statute or this Certificate of Incorporation directed or required to be exercised or done by the stockholders.

5.1 Number of Directors. The number of directors of the Corporation (except as otherwise fixed by or pursuant to the provisions of Section 4.2(b)(ix) hereof relating to the rights of the holders of any class or series of Preferred Stock to elect additional directors under specified circumstances) shall be fixed from time to time exclusively pursuant to a resolution adopted by a majority of the whole Board, but in no event shall be less than two nor more than seven; provided, however, no decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

5.2 Newly Created Directorships and Vacancies. Subject to the rights, if any, of any series of Preferred Stock to elect directors, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the term of the director in which the

new directorship was created or the vacancy occurred and until such director's successor shall have been duly elected and qualified.

5.3 Removal. Subject to the rights, if any, of any series of Preferred Stock to elect directors under specified circumstances, any director may be removed from office by the stockholders at any annual or special meeting of stockholders by the affirmative vote of the holders of two thirds (2/3) of the voting power of all capital stock issued and outstanding and entitled to vote at such meeting or by written consent of the foregoing.

5.4 Election of Directors. Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

6. BY-LAWS. The Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation. Any By-Laws made by the Board of Directors under the powers conferred hereby may be amended or repealed by the stockholders at any annual or special meeting of stockholders by the affirmative vote of the holders of a majority of the voting power of all capital stock issued and outstanding and entitled to vote at such meeting or by written consent of the foregoing.

7. AMENDMENT OF CERTIFICATE OF INCORPORATION. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, as amended, in the manner now or hereafter prescribed by statute, and, except as set forth in Section 8, all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation, as amended, in its present form or as hereafter amended, are granted subject to the right reserved in this Section 7.

8. LIMITED LIABILITY; INDEMNIFICATION.

8.1 Elimination of Certain Liability. A director of the Corporation shall, to the fullest extent permitted by the Delaware General Corporation Law, not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware, or (d) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is hereby amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this Section 10.1 shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8.2 Right to Indemnification. Subject to Section 8.3, each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or

proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes under the Employee Retirement Income Security Act of 1974, as in effect from time to time ("ERISA"), penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. The Corporation may, by action of its Board of Directors, provide indemnification to other employees or agents of the Corporation with the same scope and effect as the indemnification of directors and officers pursuant to this Section 8.

8.3 Procedure for Indemnification. Any indemnification under this Section 8 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment). Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding (the "Disinterested Directors"), or (b) if such a quorum of Disinterested Directors is not obtainable, or, even if obtainable, a quorum of Disinterested Directors so directs, by independent legal counsel and a written opinion, or (c) by the stockholders. The majority of Disinterested Directors may, as they deem appropriate, elect to have the Corporation indemnify any other employee, agent or other person acting for or on behalf of the Corporation.

8.4 Advances for Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a director or officer of the Corporation, or such other person acting on behalf of the Corporation as determined in accordance with Section 8.3, in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer or other person to repay all amounts so advanced in the event that it shall ultimately be determined that such director, officer or other person is not entitled to be indemnified by the Corporation as authorized in this Section 8 or otherwise.

8.5 Right of Claimant to Bring Suit. If a claim under Section 8.2 or Section 8.4 is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the

Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which make it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standards of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

8.6 Other Rights; Continuation of Right to Indemnification. The indemnification and advancement of expenses provided by this Section 8 shall not be deemed exclusive of any other rights to which a claimant may be entitled under any law (common or statutory), By-Law, agreement, vote of stockholders or Disinterested Directors or otherwise, both as to action in his or her official capacity and as to any action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Section 8 shall be deemed to be a contract between the Corporation and each director and officer of the Corporation who serves or served in such capacity at any time while this Section 8 is in effect. Any repeal or modification of this Section 8 or any repeal or modification of relevant provisions of the General Corporation Law of the State of Delaware or any other applicable law shall not in any way diminish any rights to indemnification of such director, officer or the obligations of the Corporation arising hereunder with respect to any action, suit or proceeding arising out of, or relating to, any actions, transactions or facts occurring prior to the final adoption of such modification or repeal. For the purposes of this Section 8, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation, so that any person who is or was a director or officer of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Section 10, with respect to the resulting or surviving corporation, as such person would if such person had served the resulting or surviving corporation in the same capacity.

8.7 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

8.8 Severability. If any provision or provisions of this Section 8 shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Section 8 (including, without limitation, each portion of any paragraph of this Section 8 containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this Section 8 (including, without limitation, each such portion of any paragraph of this Section 8 containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

IN WITNESS WHEREOF, ezTel Holdings, Inc., a Delaware corporation, has caused this Amended and Restated Certificate of Incorporation to be signed by Courtlandt G. Miller, its Secretary, this 5th day of November 2006.

EZTEL HOLDINGS, INC.

By: 
Courtlandt G. Miller, Secretary